



Limited liability company  
De Gerlachekaai 20, 2000 Antwerpen, Belgium  
Enterprise number 0860.402.767,  
registered within the jurisdiction of the Commercial Court of Antwerp

## **POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING<sup>1</sup> Of Thursday 14 October 2021**

This proxy should be used by holders of European nominative shares and European dematerialised shares of Euronav NV (the "Company") who want to be represented by a proxy holder at the meeting. The body corporate and the shareholders who wish to be represented are kindly requested to use this proxy form, drawn up by the Supervisory Board. Holders of US shares are encouraged to issue their votes through a U.S. proxy card. Other proxy forms will not be accepted.

According to the applicable legal provisions and article 35 of the company's articles of association, every owner of a share may appoint one special proxyholder to represent him at the special general shareholders' meeting. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

The physical persons participating at the meeting in the capacity of holders of shares, proxy or representing a body corporate, will need to prove their identity in order to be admitted to the meeting. The representatives of a body corporate should submit proof of their function within the body corporate or their capacity of special representatives.

This proxy does not constitute a proxy solicitation in the sense of articles 7:144 or 7:145 of the Belgian Code of Companies and Associations.

Each shareholder using this proxy form must ensure an original completed and signed form reaches Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussel at the latest on the sixth calendar day prior to the first meeting, i.e. on or before **Friday, 8 October 2021 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline") (and a copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) (cc: [shareholders@euronav.com](mailto:shareholders@euronav.com)) or by fax: +32 2 337 54 46).

Shareholders who wish to be represented by proxy must also register for the meeting, as described in the notice convening the general meeting.

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<sup>1</sup> Capitalized terms which are not defined in this Power of attorney form have the meaning set forth in the conditions of admission included in the convening notice.

The holders of dematerialised European Shares should request their financial institution (i) to issue a certificate stating the number of dematerialized shares registered in the name of the shareholder in its books on the Record Date (i.e. Thursday 30 September 2021 at midnight (24.00 p.m., Belgian time)) (the "Record Date"), and (ii) to send it directly to [Euroclear Belgium](mailto:ebe.issuer@euroclear.com), attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) at the latest by the Notification Deadline. The company shall determine the ownership of the shares at the Record Date on the basis of the certificate provided by the relevant financial institution to Euroclear Belgium.

The Holders of U.S. Shares reflected directly in the U.S. Share Register who want to appoint a special proxy are strongly encouraged to use the U.S. proxy card included in the Meeting Materials and according to the accompanying instructions. The holders of U.S. Shares reflected directly in the U.S. Share Register may only participate to the shareholders' meetings if such holder's ownership of U.S. Shares is reflected in the U.S. Share Register on the Record Date. The company's U.S. transfer agent will provide the company directly or indirectly with a shareholder list at the Record Date that contains all of the registered holders of the company's U.S. Shares on the Record Date no later than on the Notification Deadline at 5.00 pm (Belgian time).

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.

The holders of U.S. Shares reflected indirectly in the U.S. Share Register, through CEDE & Co., the nominee holder of the U.S. Shares held for the beneficial owners through the DTCC system, who want to appoint a special proxy are strongly encouraged to use the U.S. proxy card included in the Meeting Materials and according to the accompanying instructions. The holders of U.S. Shares reflected indirectly in the U.S. Share Register, through CEDE & Co. may only participate to the shareholders' meetings if such holder's ownership of U.S. Shares is included in the information provided to the company through the broker, financial institution or other intermediary of such shareholders no later than on the Notification Deadline at 5.00 pm (Belgian time).

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.

If new agenda items are put on the agenda or if new draft resolutions are tabled pursuant to article 7:130 of the Belgian Code on Companies and Associations, the company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than the fifteenth calendar day prior to the relevant general shareholders' meeting, i.e. before or on **Wednesday, September 29, 2021** at the latest. At that time, the company will also make available amended forms for votes by proxy and U.S. proxy cards. Proxies and U.S. proxy cards that reach the company prior to the publication of an amended agenda remain valid for the items to which the proxies or U.S. proxy cards apply, subject, however, to applicable law and the further clarifications set out in this form or the U.S. proxy cards.

**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING  
of Thursday, October 14, 2021**

The undersigned<sup>2</sup> \_\_\_\_\_

Residing at<sup>3</sup> \_\_\_\_\_  
\_\_\_\_\_

Owner of:

- \_\_\_\_\_<sup>4</sup> European Shares (registered shares)
- \_\_\_\_\_<sup>6</sup> European Shares (dematerialised shares)
- \_\_\_\_\_<sup>6</sup> U.S. Shares (reflected directly in the U.S. Share Register (not through DTCC))
- \_\_\_\_\_<sup>6</sup> U.S. Shares (reflected indirectly in the U.S. Share Register (through DTCC))

at the Record Date of the Company,

hereby appoints as special attorney<sup>5</sup> \_\_\_\_\_

profession or capacity \_\_\_\_\_

residing at \_\_\_\_\_  
\_\_\_\_\_

In order to represent him (her) at the extraordinary general shareholders' meeting of aforementioned Company to be held on **Thursday, 14 October 2021 at 10.30 a.m. Belgian time** in 2000 Antwerp, Schaliënstraat 5, with the agenda mentioned hereafter, as well as at any other postponed or adjourned meeting with the same agenda; sign the attendance lists and all other deeds or minutes, if necessary, participate in any and all deliberations, vote on the various items on the agenda of aforementioned meeting according the voting instructions and other stipulations in this form, substitute and in general do everything he (she) deems necessary, provided the articles of association and applicable legal provisions are abided by, promising to ratify and approve everything done in his/her name.

\_\_\_\_\_  
<sup>2</sup> Name and first names of the shareholder. In case the shareholder is a legal entity, also the name(s) and function(s) of the representative(s).

<sup>3</sup> Address or registered office of the shareholder.

<sup>4</sup> Number and nature of the owned shares.

<sup>5</sup> Name and first names of the special attorney, or leave blank.

## **Agenda of the extraordinary general meeting with proposed resolutions**

- 1 Approval in accordance with Article 7:151 of the Belgian Code of Companies and Associations of Clause 10.3 (Mandatory repurchase due to a Put Option Event) juncto Clause 12 (Guarantee and Indemnity) of the terms and conditions of the senior unsecured bond issued by Euronav Luxembourg S.A. on 2 September 2021.**

Proposed decision:

The general meeting takes note of, approves and ratifies, in accordance with Article 7:151 of the Belgian Code of Companies and Associations, Clause 10.3 (Mandatory repurchase due to a Put Option Event) juncto Clause 12 (Guarantee and Indemnity) of the terms and conditions of the senior unsecured bond issued by the company Euronav Luxembourg S.A. on 2 September 2021 and to be listed on the Oslo Stock Exchange, pursuant to which the bondholders have the right to require Euronav Luxembourg S.A. to redeem the bonds in case of a change of control of Euronav NV (as described in such terms and conditions) and, in the event Euronav Luxembourg S.A. does not comply with such obligation, Euronav NV may be obliged to pay any amounts due by Euronav Luxembourg S.A. which remain unpaid. In accordance with the requirements of article 7:151, second indent, of the Belgian Code of Companies and Associations, this resolution shall be filed in accordance with article 2:14,4° of the Belgian Code of Companies and Associations and shall be published as an announcement in the Belgian State Gazette in accordance.

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

- 2 Abolishment of Article 8 of the articles of association of the company**

Proposed decision:

The general meeting decides to delete Article 8 of the articles of association of the company..

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

- 3 Transfer of the share premium from unavailable to available account**

Proposed decision:

The general meeting decides to make the amount of the share premium recorded in a separate, unavailable account on the liabilities side of the balance sheet, called "share premium" available and to transfer it to a separate available account on the liabilities side of the balance sheet, called "share premium".

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

**4 Authorisation to the board of directors to execute the above decisions and to coordinate the articles of association**

Proposed decision:

The general meeting decides to authorise the board of directors to execute the decisions taken and to coordinate the articles of association.

**Vote:**

If no choice is indicated, the mandatary will vote in favour of the proposed decision.

**For / Against / Abstention**

**5 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial courts, administrative agencies and fiscal administrations**

Proposed decision:

The general meeting decides to grant authority to Sofie Lemlijn and Wendy De Mesmaecker to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting.

This proxy form shall also serve as notification within the meaning of article 7:134,§2, lid 3 of the Belgian Code of Companies and Associations for the extraordinary general meeting of the Company of 10 November 2021.

In case in accordance with article 7:130 of the Belgian Code on Companies and Associations new items are included on the agenda of the meeting, the proxy holder shall:

- be entitled to vote on such items; or
- abstain from voting on such items

*Please tick the appropriate box. In the absence of an instruction, the proxy holder shall abstain from voting on such items.*

Drawn up at \_\_\_\_\_, on \_\_\_\_\_ 2021

The signature should be preceded by the handwritten mention "Good for proxy".<sup>6</sup>

\_\_\_\_\_  
[Signature]

<sup>6</sup> Bodies corporate need to mention the full name and title of the signatory/-ies.